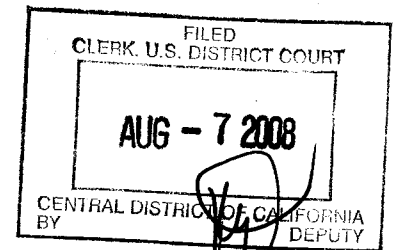


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12 UNITED STATES DISTRICT COURT  
13 CENTRAL DISTRICT OF CALIFORNIA

14 SECURITIES AND EXCHANGE  
15 COMMISSION,

16 Plaintiff,

17 v.

18 ANGEL ACQUISITION CORP., et al.,

19 Defendants.

20 Case No. **SACV08-880 JVS** (ANX)

21 FINAL JUDGMENT AS TO  
22 DEFENDANT ZANN CORP.

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CLERK, U.S. DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
LOS ANGELES

BY ML

1 The Securities and Exchange Commission having filed a Complaint and  
2 Defendant Zann Corp. having entered a general appearance; consented to the  
3 Court's jurisdiction over Defendant and the subject matter of this action; consented  
4 to entry of this Final Judgment without admitting or denying the allegations of the  
5 Complaint (except as to jurisdiction); waived findings of fact and conclusions of  
6 law; and waived any right to appeal from this Final Judgment:

7  
8 I.

9 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant  
10 and Defendant's agents, servants, employees, attorneys, and all persons in active  
11 concert or participation with them who receive actual notice of this Final Judgment  
12 by personal service or otherwise are permanently restrained and enjoined from  
13 violating Section 5 of the Securities Act of 1933 [15 U.S.C. § 77e] by, directly or  
14 indirectly, in the absence of any applicable exemption:

- 15 (a) Unless a registration statement is in effect as to a security, making use  
16 of any means or instruments of transportation or communication in  
17 interstate commerce or of the mails to sell such security through the  
18 use or medium of any prospectus or otherwise;
- 19 (b) Unless a registration statement is in effect as to a security, carrying or  
20 causing to be carried through the mails or in interstate commerce, by  
21 any means or instruments of transportation, any such security for the  
22 purpose of sale or for delivery after sale; or
- 23 (c) Making use of any means or instruments of transportation or  
24 communication in interstate commerce or of the mails to offer to sell  
25 or offer to buy through the use or medium of any prospectus or  
26 otherwise any security, unless a registration statement has been filed  
27 with the Commission as to such security, or while the registration  
28 statement is the subject of a refusal order or stop order or (prior to the

1 effective date of the registration statement) any public proceeding or  
2 examination under Section 8 of the Securities Act of 1933 [15 U.S.C.  
3 § 77h].  
4

5 II.

6 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
7 that Defendant is liable for disgorgement of \$3,223,810, representing profits  
8 gained as a result of the conduct alleged in the Complaint, together with  
9 prejudgment interest thereon in the amount of \$871,743, for a total of \$4,095,553.  
10 Based on Defendant's sworn representations in its Statement of Financial  
11 Condition dated December 21, 2007, and other documents and information  
12 submitted to the Commission, however, the Court is not ordering Defendant to pay  
13 a civil penalty and payment of all disgorgement and pre-judgment interest thereon  
14 is waived. The determination not to impose a civil penalty and to waive payment  
15 of all disgorgement and pre-judgment interest is contingent upon the accuracy and  
16 completeness of Defendant's Statement of Financial Condition. If at any time  
17 following the entry of this Final Judgment the Commission obtains information  
18 indicating that Defendant's representations to the Commission concerning its  
19 assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or  
20 incomplete in any material respect as of the time such representations were made,  
21 the Commission may, at its sole discretion and without prior notice to Defendant,  
22 petition the Court for an order requiring Defendant to pay the unpaid portion of the  
23 disgorgement, pre-judgment and post-judgment interest thereon, and the maximum  
24 civil penalty allowable under the law. In connection with any such petition, the  
25 only issue shall be whether the financial information provided by Defendant was  
26 fraudulent, misleading, inaccurate, or incomplete in any material respect as of the  
27 time such representations were made. In its petition, the Commission may move  
28 this Court to consider all available remedies, including, but not limited to, ordering

1 Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions  
2 for contempt of this Final Judgment. The Commission may also request additional  
3 discovery. Defendant may not, by way of defense to such petition: (1) challenge  
4 the validity of the Consent or this Final Judgment; (2) contest the allegations in the  
5 Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-  
6 judgment and post-judgment interest or a civil penalty should not be ordered; (4)  
7 contest the amount of disgorgement and pre-judgment and post-judgment interest;  
8 (5) contest the imposition of the maximum civil penalty allowable under the law;  
9 or (6) assert any defense to liability or remedy, including, but not limited to, any  
10 statute of limitations defense.

11  
12 III.

13 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the  
14 Consent is incorporated herein with the same force and effect as if fully set forth  
15 herein, and that Defendant shall comply with all of the undertakings and  
16 agreements set forth therein.

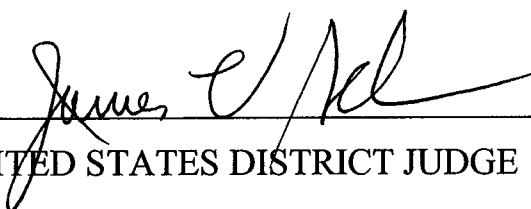
17  
18 IV.

19 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this  
20 Court shall retain jurisdiction of this matter for the purposes of enforcing the terms  
21 of this Final Judgment.  
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23  
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V.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: 8.7.08

  
UNITED STATES DISTRICT JUDGE